

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
David J. Lender
Paul R. Genender
Jared R. Friedmann
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	:
Debtors.¹	:
	:
-----X	

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

**DECLARATION OF JARED R. FRIEDMANN IN SUPPORT
OF DEBTORS' BRIEF IN OPPOSITION TO TRANSFORM HOLDCO LLC'S
ADVERSARY COMPLAINT AND IN FURTHER SUPPORT OF DEBTORS'
SUPPLEMENTAL MOTION TO ENFORCE THE ASSET PURCHASE AGREEMENT**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pursuant to 28 U.S.C. § 1746, I, Jared R. Friedmann, hereby declare as follows:

I am a partner with the law firm of Weil, Gotshal & Manges LLP, representing the Debtors in the above-captioned proceeding. I submit this Declaration in Support of the Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement [ECF No. 3215].

1. Attached as **Exhibit A** is a true and correct copy of excerpts from the deposition transcript of Kunal Kamalani, taken on June 20, 2019 (portions cited in Debtors' brief are highlighted for the convenience of the Court);
2. Attached as **Exhibit B** is a true and correct copy of excerpts from the deposition transcript of Mohsin Meghji, taken on June 21, 2019 (portions cited in Debtors' brief are highlighted for the convenience of the Court);
3. Attached as **Exhibit C** is a true and correct copy of excerpts from the deposition transcript of Rob Riecker, taken on January 19, 2019 (portions cited in Debtors' brief are highlighted for the convenience of the Court);
4. Attached as **Exhibit D** is a true and correct copy of excerpts from the deposition transcript of Kunal Kamalani, taken on January 23, 2019 (portions cited in Debtors' brief are highlighted for the convenience of the Court);
5. Attached as **Exhibit E** is a true and correct copy of excerpts from the deposition transcript of Christopher good, taken on June 20, 2019 (portions cited in Debtors' brief are highlighted for the convenience of the Court) ;
6. Attached as **Exhibit F** is a true and correct copy of excerpts from the transcript of the auction held on January 15, 2019;
7. Attached as **Exhibit G** is a true and correct copy of the Daily Cash Flow Forecast, dated February 8, 2019, bates labeled SEARS_ENFORCE00001881-1182;
8. Attached as **Exhibit H** is a true and correct copy of the Prelim Daily Cash Forecast, dated November 1, 2018, bates labeled SEARS_ENFORCE0000771-786;
9. Attached as **Exhibit I** is a true and correct copy of excerpts from the deposition transcript of Jeff Butz, taken on January 21, 2019 (portions cited in Debtors' brief are highlighted for the convenience of the Court);
10. Attached as **Exhibit J** is a true and correct copy of the Remaining Value at SHC Estate in an ESL Transaction, bates labeled SEARS_ENFORCE0001146-1154;

11. Attached as **Exhibit K** is a true and correct copy of an e-mail attaching Specified Receivables Analysis), bates labeled SEARS_ENFORCE0001137-1141;
12. Attached as **Exhibit L** is a true and correct copy of excerpts from the hearing transcript of the hearing held on April 18, 2019 (portions cited in Debtors' brief are highlighted for the convenience of the Court);
13. Attached as **Exhibit M** is a true and correct copy of May 20, 2019 letter from Cleary Gottlieb Steen & Hamilton LLP to Weil, Gotshal & Manges;
14. Attached as **Exhibit N** is a true and correct copy of excerpts from the hearing transcript of the hearing held on February 7, 2019 (portions cited in Debtors' brief are highlighted for the convenience of the Court);
15. Attached as **Exhibit O** is a true and correct copy of emails between Jared Friedmann and Luke Barefoot, dated April 2 and April 10, 2019, respectively;
16. Attached as **Exhibit P** is a true and correct copy of correspondence from Weil, Gotshal & Manges LLP to Transform, dated May 13, 2019; and
17. Attached as **Exhibit Q** is a true and correct copy of the redline to Amendment No. 1 to Asset Purchase Agreement, dated February 7, 2019.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Dated: July 3, 2019
New York, New York

By: /s/ Jared R. Friedmann
Jared R. Friedmann